#### MICROSOFT CORP

Form 4

December 03, 2014

## FORM 4

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires: 2005

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Morfit G Mason Issuer Symbol MICROSOFT CORP [MSFT] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner Officer (give title \_\_X\_ Other (specify ONE LETTERMAN 12/02/2014 below) DRIVE, BUILDING D, 4TH See Remarks **FLOOR** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

SAN FRANCISCO, CA 94129

\_X\_ Form filed by More than One Reporting Person

Form filed by One Reporting Person

(City) (State) (Zip)			Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio		. Securities		5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect			
(Instr. 3)	(Wonth/Buy/Tear)	any	Code	de Disposed of (D) str. 8) (Instr. 3, 4 and 5)  (A) or		Beneficially	(D) or	Beneficial				
		(Month/Day/Year)	(Instr. 8)  Code V			5) Price	Owned Indirect (I) Following (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)		Ownership (Instr. 4)			
Common Stock	12/02/2014		A	774 <u>(1)</u>	A		774	D (2) (3)				
Common Stock							66,866,968 (4)	I (3) (5)	See footnotes			
Common Stock							7,370,501	I (3) (6)	See footnotes			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form

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# displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	ınd	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	Expiration Date		of	Derivative	Deriv
Security	or Exercise	•	any	Code	of	(Month/Day/	Year)	Underlyi	ng	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	`		Securitie	_	(Instr. 5)	Bene
(111501.5)	Derivative		(Wolldin Day) Tear)	(111511.0)	Securities			(Instr. 3 and 4)	(111501. 5)	Owne	
								(mstr. 5 a	anu 4)		
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						(
					4, and 5)						
					4, and 3)						
								Aı	mount		
								or			
						Date Expiration Exercisable Date	Expiration		umber		
							of				
				Code V	(A) (D)			Sh	nares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
Reporting Owner (vame) (Nutress	Director	10% Owner	Officer	Other				
Morfit G Mason ONE LETTERMAN DRIVE BUILDING D, 4TH FLOOR SAN FRANCISCO, CA 94129	X			See Remarks				
ValueAct Holdings, L.P. ONE LETTERMAN DRIVE BUILDING D, 4TH FLOOR SAN FRANCISCO, CA 94129	X			See Remarks				
ValueAct Capital Master Fund, L.P. ONE LETTERMAN DRIVE BUILDING D, 4TH FLOOR SAN FRANCISCO, CA 94129	X			See Remarks				
ValueAct Co-Invest Master Fund, L.P. ONE LETTERMAN DRIVE BUILDING D, 4TH FLOOR SAN FRANCISCO, CA 94129	X			See Remarks				
VA Partners I, LLC ONE LETTERMAN DRIVE BUILDING D, 4TH FLOOR SAN FRANCISCO, CA 94129	X			See Remarks				
ValueAct Capital Management, L.P. ONE LETTERMAN DRIVE	X			See Remarks				

Reporting Owners 2

BUILDING D, 4TH FLOOR SAN FRANCISCO, CA 94129

ValueAct Capital Management, LLC

ONE LETTERMAN DRIVE
BUILDING D, 4TH FLOOR

X See Remarks

SAN FRANCISCO, CA 94129

ValueAct Holdings GP, LLC

ONE LETTERMAN DRIVE
BUILDING D, 4TH FLOOR

X See Remarks

SAN FRANCISCO, CA 94129

## **Signatures**

By:/s/ G. Mason Morfit 12/03/2014 \*\*Signature of Reporting Person Date VALUEACT HOLDINGS, L.P., By: VALUEACT HOLDINGS GP, LLC, its General Partner, By: /s/ George F. Hamel. Jr., Chief Operating Officer 12/03/2014 \*\*Signature of Reporting Person Date VALUEACT CAPITAL MASTER FUND, L.P., By: VA PARTNERS I, LLC, its General Partner, By: /s/ George F. Hamel. Jr., Chief Operating Officer 12/03/2014 \*\*Signature of Reporting Person Date VALUEACT CO-INVEST MASTER FUND, L.P., By: VA PARTNERS I, LLC, its General Partner, By: /s/ George F. Hamel. Jr., Chief Operating Officer 12/03/2014 \*\*Signature of Reporting Person Date VA PARTNERS I, LLC, By: /s/ George F. Hamel. Jr., Chief Operating Officer 12/03/2014 \*\*Signature of Reporting Person Date VALUEACT CAPITAL MANAGEMENT, L.P., By: VALUEACT CAPITAL MANAGEMENT, LLC, its General Partner, By: /s/ George F. Hamel. Jr., Chief Operating 12/03/2014 Officer \*\*Signature of Reporting Person Date VALUEACT CAPITAL MANAGEMENT, LLC, By: /s/ George F. Hamel. Jr., Chief Operating Officer 12/03/2014 \*\*Signature of Reporting Person Date VALUEACT HOLDINGS GP, LLC, By: /s/ George F. Hamel. Jr., Chief Operating Officer 12/03/2014 \*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
  - Represents stock award which is fully vested on the date of grant. The stock award reported hereunder was made pursuant to the
- (1) Issuer's Director compensation policy. The securities reported herein were awarded to Mr. Morfit pursuant to the Issuer's Director compensation policy.

Signatures 3

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- Under an agreement with ValueAct Capital, G. Mason Morfit is deemed to hold the shares for the benefit of ValueAct Capital Master Fund, L.P. and indirectly for (i) VA Partners I, LLC as General Partner of ValueAct Capital Master Fund, L.P., (ii) ValueAct Capital Management, L.P. as the manager of ValueAct Capital Master Fund, L.P., (iii) ValueAct Capital Management, LLC as General Partner of ValueAct Capital Management, L.P., (iv) ValueAct Holdings, L.P. as the sole owner of the limited partnership interests of ValueAct Capital Management, LLC and as the majority owner of the membership interests of VA Partners I, LLC and (v) ValueAct Holdings GP, LLC as General Partner of ValueAct Holdings, L.P.
- Each reporting person listed herein disclaims beneficial ownership of the reported securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that such person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- Reflects the transfer to ValueAct Capital Master Fund, L.P. of 827 shares, which were previously awarded to Mr. Morfit on August 19, 2014 pursuant to the Issuer's Director compensation policy. Under an agreement with ValueAct Capital, Mr. Morfit held these shares for the benefit of ValueAct Capital Master Fund, L.P. and as such the vested shares have been transferred.
  - The securities reported herein are directly beneficially owned by ValueAct Capital Master Fund, L.P. and may be deemed to be indirectly beneficially owned by (i) VA Partners I, LLC as General Partner of ValueAct Capital Master Fund, L.P. , (ii) ValueAct Capital Management, L.P. as the manager of ValueAct Capital Master Fund, L.P. , (iii) ValueAct Capital Management, LLC as General
- (5) Partner of ValueAct Capital Management, L.P., (iv) ValueAct Holdings, L.P. as the sole owner of the limited partnership interests of ValueAct Capital Management, L.P. and the membership interests of ValueAct Capital Management, LLC and as the majority owner of the membership interests of VA Partners I, LLC and (v) ValueAct Holdings GP, LLC as General Partner of ValueAct Holdings, L.P. G. Mason Morfit is a member of the management board of ValueAct Holdings GP, LLC.
  - The securities reported herein are directly beneficially owned by ValueAct Co-Invest Master Fund, L.P. and may be deemed to be indirectly beneficially owned by (i) VA Partners I, LLC as General Partner of ValueAct Co-Invest Master Fund, L.P., (ii) ValueAct Capital Management, L.P. as the manager of ValueAct Co-Invest Master Fund, L.P., (iii) ValueAct Capital Management, LLC as
- (6) General Partner of ValueAct Capital Management, L.P., (iv) ValueAct Holdings, L.P. as the sole owner of the limited partnership interests of ValueAct Capital Management, L.P. and the membership interests of ValueAct Capital Management, LLC and as the majority owner of the membership interests of VA Partners I, LLC and (v) ValueAct Holdings GP, LLC as General Partner of ValueAct Holdings, L.P. G. Mason Morfit is a member of the management board of ValueAct Holdings GP, LLC.

#### **Remarks:**

Explanation of Responses:

- -The reporting persons herein may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 193-
- G. Mason Morfit, a member of the management board of ValueAct Holdings GP, LLC, serves on the board of directors of the Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.